

SEP 18 2002

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

BEFORE THE

Federal Communications Commission

In the Matter of)

SHAREHOLDERS OF)
HISPANIC BROADCASTING CORPORATION)
(Transferor))

and)

UNIVISION COMMUNICATIONS INC.)
(Transferee))For Consent to the Transfer of Control of)
Hispanic Broadcasting Corporation)
and its licensee subsidiaries)

Docket No. MB 02-235

File Nos. BTC, BRCFTB,
BTCH-20020723 ABL-ADR

To: The Commission

CONSOLIDATED OPPOSITION TO PETITIONS TO DENY

Hispanic Broadcasting Corporation ("HBC"), by counsel and pursuant to 47 U.S.C. §309(d)(1) and 47 C.F.R. §73.3584(b), hereby opposes the petition to deny of National Hispanic Policy Institute, Incorporated ("NHPI") and the letter petition of Elgin FM Limited Partnership ("Elgin FM") submitted on September 3, 2002.

I. NHPI PETITION**A. Standing**

Only a "*party in interest* may file with the Commission a petition to deny."¹ Apart from the amorphous claim that it was "created to address issues that relate to the Hispanic American population and to devise policy to advance the interests of that population,"² NHPI has provided

¹ 47 U.S.C. §309(d)(1) (emphasis supplied).

² NHPI Petition, Exhibit 1 (Gonzalez Declaration, ¶2).

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no explanation of its alleged interest in this matter. NHPI has not stated, for example, where it is located, who its principals are (other than its alleged “president”) or what it does. Insofar as appears, NHPI may never have done anything – except petition the Commission on one prior occasion, in the year 2000 in opposition to the then-pending AMFM, Inc./Clear Channel Communications, Inc. (“Clear Channel”) merger, to argue then, as it again argues now, that Clear Channel “controls” HBC.³

The “thinness” of NHPI’s account of itself caused HBC to wonder. Several standard Internet search engines were therefore employed, but they revealed no NHPI presence on the Internet – no Web site of its own, and not even so much as a mention elsewhere.⁴ Internet searches of telephone data bases produced no telephone listing for NHPI. A search of the LEXIS/NEXIS data base of periodicals also disclosed no mention of NHPI. These searches were conducted for not only what appears to be the correct name of the alleged NHPI entity, “National Hispanic Policy Institute, Inc.,”⁵ but also for the acronym “NHPI” and the two odd

³ See NHPI Petition at 9; see also *Shareholders of AMFM, Inc.*, 15 F.C.C. Red. 16062, 16077-79 (2000) (¶¶39-44). The NHPI petition to deny the AMFM/Clear Channel merger was submitted by the firm Kaye, Sholer, Fierman, Hays & Handler, LLP (“Kaye Sholer”), which coincidentally, or perhaps not, represents (primarily through its partner Jason L. Shrinsky) Spanish Broadcasting System, Inc. (“SBS”), a competitor of HBC. SBS recently filed an amended civil complaint against HBC and Clear Channel in the United States District Court for the Southern District of Florida. NHPI has supplied a draft of the SBS amended complaint in Exhibit 4 to its instant petition to deny. The draft of the amended complaint which NHPI has supplied is marked “[DRAFT – 7/31/02]” at the top, is not signed by SBS counsel, and was apparently faxed by Kaye Sholer and/or SBS to NHPI (based on the facsimile machine markings contained on the document) on the same day that the amended SBS complaint was filed by SBS with the Florida District Court – July 31, 2002.

⁴ NHPI does not appear, for example, in the long list of Hispanic organizations provided on the Web site of the League of United Latin American Citizens (“LULAC”) and found at www.lulac.org/Links.html; or in the similarly extensive listing of Hispanic organizations provided on the Latina Style Web site and found at www.latinastyle.com/Hispanic_org.html.

⁵ This is the name that appears on the cover page of the instant NHPI petition, as well as in the Gonzalez Declaration contained in Exhibit 1 to the petition. This is also the name that appears, uniformly throughout, in the January 7, 2000 NHPI petition to deny the AMFM, (...Continued)

variants of NHPI's name that appear in NHPI's instant petition – “National Hispanic Policy NHPI, Incorporated”⁶ and “National Hispanic Policy NHPI.”⁷ Finding no trace of NHPI's existence through these various searches, it appeared as if NHPI might be a fiction. Surprisingly, or not, that proved to be the case.

HBC's counsel commissioned a search of the corporate records of all fifty states and the District of Columbia for evidence of NHPI's existence.⁸ That search revealed that NHPI has never been incorporated in any state in the Union except one – the State of Delaware. NHPI was incorporated in Delaware, under the name “National Hispanic Policy Institute, Inc.,” on January 19, 1995. See Attachment 1.⁹ NHPI had only a brief existence, however. It failed to pay its taxes, and as a consequence it became an inoperative and void corporation on March 1, 1997. The State of Delaware formally declared it to be such on May 13, 1997. See Attachment 2 (certified statement of Harriet Smith Windsor, Secretary of State of the State of Delaware).

NHPI thus does not exist. It has not existed, even for a moment, at any time during the past five years.

(...Continued)

Inc./Clear Channel merger (including the declaration of Mr. Gonzales (spelled there with an “s”) that was appended to that petition). See File Nos. BTCH-19991116AKV, *et al.*

⁶ See NHPI's instant petition at 1 (name stated in first sentence of petition).

⁷ See *id.* at 22 (name stated above the signature of counsel).

⁸ The search was conducted by Incorporating Services, Ltd. of Dover, Delaware, and it covered both the name “National Hispanic Policy Institute, Inc.” and the name “National Hispanic Policy NHPI, Inc.”

⁹ Attachment 1 contains certified copies of NHPI's January 19, 1995 Certificate of Incorporation and its July 2, 1996 Certificate of Correction. These are NHPI's only corporate documents on file with the State of Delaware.

An entity that does not exist cannot be a “party” to anything, much less a “party in interest” under 47 U.S.C. §309(d)(1). NHPI therefore lacks the requisite standing to prosecute its instant petition to deny. Although NHPI sought to rest its alleged “standing” primarily on the claim that its alleged “president,” Mr. Efrain Gonzalez, Jr., resides within the service area of, and listens to, an HBC station, an entity that does not exist cannot, of necessity, have a “president.” Had Mr. Gonzalez the person (who it may be presumed does exist) filed in his individual capacity a timely petition to deny, he might possibly have had standing to prosecute it. But Mr. Gonzalez did not do that. Instead, the alleged NHPI entity submitted the instant petition to deny, and the alleged NHPI entity does not exist.

NHPI’s petition should therefore be dismissed for want of a petitioner, and also, as a necessarily included subset of that deficit, for want of a petitioner with the requisite standing.¹⁰

B. Merits

In the event the Commission somehow reaches the “merits” of NHPI’s petition, it does not have any. The petition is primarily devoted to complaints about an HBC ownership structure that the Commission has specifically reviewed and approved on two prior occasions.¹¹ The bulk of the “support” the petition offers for its claims is an amended civil complaint recently filed by HBC competitor SBS in Florida District Court, or rather a mere unsigned draft of that

¹⁰ The Commission might possibly consider treating NHPI’s filing as an “informal objection” under 47 C.F.R. §73.3587, but it should not do even that. Under Section 73.3587, an informal objection must be submitted by a “person.” NHPI has no legal existence and thus is not a “person” in the eyes of the law.

¹¹ See *Shareholders of AMFM, Inc.*, 15 F.C.C. Rcd. at 16077-79 (¶¶39-44); Letter of Stuart B. Bedell, Ass’t Chief, Audio Services Division, Mass Media Bureau to Roy Russo, Esq., *et al.*, dated Jan. 13, 1997 (1800B-IB); see also *Shareholders of the Ackerley Group, Inc.*, 17 F.C.C. Rcd. 10828, 10829-30 & n.6 (2002) (¶3).

complaint.¹² Even assuming the draft complaint on which NHPI relies is the same as the amended complaint actually filed by SBS in Florida, a mere complaint is insufficient to support a petition to deny.

Except where official notice may be taken, a petition to deny must be supported by the “affidavit of a person or persons with personal knowledge” of the facts alleged. 47 U.S.C. §309(d)(1). The SBS amended complaint, even as filed in Florida District Court, is not verified under oath by anyone.¹³ The SBS amended complaint is thus mere unsupported allegation. That is not sufficient to raise an issue of fact under Section 309(d) of the Communications Act.¹⁴

Moreover, even if SBS *had* verified its amended complaint, the complaint still would not raise any issue warranting Commission inquiry. The SBS complaint alleges, primarily, that HBC and/or Clear Channel committed violations of the antitrust laws. The Commission considers alleged antitrust violations only when they have been adjudicated.¹⁵ The SBS complaint has not

¹² See NHPI Petition, Exhibit 4. As previously noted, the version of the SBS amended complaint submitted to the FCC by NHPI is marked “[DRAFT – 7/31/02]” at the top and is not signed by counsel. HBC has not attempted to “cross-read” the draft complaint which NHPI has submitted with the actual amended complaint filed by SBS in Florida District Court. They may be the same. They may not.

¹³ Indeed, the amended SBS complaint frequently states that its allegations are based on mere “information and belief.” SBS’s original complaint also was not verified by anyone.

¹⁴ *E.g., Robert B. Taylor*, 7 F.C.C. Rcd. 3142, 3142 (MMB 1992) (¶3); *see, e.g., K.O. Communications, Inc.*, 13 F.C.C. Rcd. 12765, 12778-79 (WTB 1998) (¶25); *Los Angeles Cellular Telephone Co.*, 13 F.C.C. Rcd. 4601, 4604-05 (WTB 1998) (¶7). The only sworn statement NHPI has filed, that of its “president,” makes no claim of personal knowledge of any fact alleged in the SBS amended complaint and is entirely general and conclusory in nature. It therefore makes out no case under 47 U.S.C. §309(d)(1). *E.g., Gencom Inc. v. FCC*, 832 F.2d 171, 180-81 & n.11 (D.C. Cir. 1987); *California Public Broadcasting Forum v. FCC*, 752 F.2d 670, 674 (D.C. Cir. 1985); *North Idaho Broadcasting Co.*, 8 F.C.C. Rcd. 1637, 1638 (1993) (¶8).

¹⁵ *Policy Regarding Character Qualifications in Broadcast Licensing*, 102 F.C.C.2d 1179, 1205 & nn.61-62 (1985) (¶48), *recon. granted in part in other respects*, 1 F.C.C. Rcd. 421 (1986); *see, e.g., Spanish International Communications Corp.*, 2 F.C.C. Rcd. 3962, 3966 (1987) (¶22); *see also Policy Regarding Character Qualifications in Broadcast Licensing*, 5 F.C.C. Rcd. 3252, 3252-53 (1990) (¶7); *Shareholders of AMFM, Inc.*, 15 F.C.C. Rcd. at 16077 (¶38).

been adjudicated.¹⁶ The remainder of the SBS complaint relates to alleged torts and breach of contract. These allegations concern only SBS's private rights and thus raise no issue of regulatory concern before the Commission.¹⁷ Accordingly, had NHPI submitted proper sworn statements attesting to the truth of every fact alleged in the SBS amended complaint, even that submission would not have raised a substantial and material question of fact under 47 U.S.C. §309(d).¹⁸

The only other support NHPI offers for its claim that Clear Channel "controls" or "actively participates in" HBC is a set of twelve FCC Form 395-B employment reports that Clear Channel filed with the Commission in the year 2000. Those reports listed stations licensed to

¹⁶ HBC believes the SBS complaint to be entirely without merit and has submitted a motion to dismiss it for failure to state a claim. Clear Channel has similarly moved the court.

¹⁷ *E.g., Metromedia Co.*, 3 F.C.C. Rcd. 595. 595 (1988) (¶7); *RVC Services, Inc.*, 11 F.C.C. Rcd. 12136, 12145 (WTB 1996) (¶20); *MCI Communications Corp.*, 10 F.C.C. Rcd. 1072, 1074 (CCB 1994) (¶11).

¹⁸ The NHPI petition is also illogical in objecting to both Clear Channel's current ownership interest in HBC and the proposed Univision acquisition of HBC. The proposed merger will *reduce* Clear Channel's ownership interest to a mere 3.66% voting interest in the merged entity. NHPI is in error in claiming – petition at 16 & 21 – that Clear Channel will hold a 7.6% voting interest in the merged entity. See the August 29, 2002 Amendment to the Transferee's portion of the instant application, Exhibit 16 at page 1.

NHPI's petition is equally illogical in claiming (petition at 3 & 14) that the allegations of the SBS amended complaint demonstrate that Clear Channel "controls" or "actively manages" HBC. Even were the SBS complaint proper evidence, which it is not, it would not support anything like such a conclusion. Several allegations in the SBS complaint relate to matters that occurred *prior to the merger* of Heftel Broadcasting and Tichenor Media (which was consummated on February 14, 1997), at a time when Clear Channel *actively owned and operated* the former Heftel Broadcasting entity. *E.g.*, NHPI petition at 11, referencing SBS allegations (amended complaint, ¶¶18-19) about Clear Channel's involvement in acquisition talks with SBS that took place in August and October of 1996. Most of the allegations in the SBS complaint relate to (alleged) actions that have *no bearing* on who manages or controls HBC. *E.g.*, NHPI petition at 11-12 (referencing alleged efforts to "scuttle" SBS's IPO and alleged "badmouthing" of SBS on Wall Street and to institutional investors). The remainder of the SBS allegations on which NHPI relies are so cryptic and unexplained that it is a mystery exactly what relevant conduct is alleged to have occurred. See NHPI petition at 12 (quoting SBS amended complaint at ¶26) (referencing such vague things as "negotiations for the purchase of El Dorado Broadcasting" and "the purchase of WNWK-FM in Newark").

HBC subsidiaries. This, NHPI maintains, is “irrefutable evidence” (petition at 14) that Clear Channel employees work at HBC stations. The truth is less exciting.

As reflected in the Attachment 3 Declaration of Clear Channel Corporate Counsel Neal Murphy, the Clear Channel reports in question listed HBC stations by simple mistake. The persons at Clear Channel who prepared these and Clear Channel’s other 271 annual employment reports relied on a Clear Channel data base that listed all stations in which Clear Channel has any type of interest, including HBC’s stations. As Mr. Murphy further states, the Clear Channel reports in question reflected only the employees who work for Clear Channel’s stations. The reports did not include any employees who work for HBC’s stations.¹⁹ The Clear Channel reports thus listed the HBC stations by simple mistake – nothing more.

NHPI’s claims regarding Clear Channel’s supposed “active” involvement in HBC are thus entirely unsupported.²⁰ Although no response on the merits is necessary, Attachment 6 contains the declaration of HBC’s President, CEO and Chairman, McHenry Tichenor, Jr. As Mr. Tichenor states, Clear Channel does not manage or control HBC. HBC is managed by Mr. Tichenor, under the direction of HBC’s Board of Directors, for whom Clear Channel has no right to vote. HBC is controlled by its voting stockholders, of whom Clear Channel is not one. Nor did Clear Channel “choose” the Univision merger. See NHPI petition at 10. HBC’s Board of

¹⁹ This is further demonstrated by the Form 395-B reports that HBC itself filed for its stations in the year 2000. HBC’s employment reports for the twelve markets in question are reproduced in Attachment 4. In each of the twelve markets, HBC’s reports reflect that more full-time Hispanic employees worked at HBC’s stations alone than were reflected as the *total* of all full-time Hispanic employees at all stations (including both the HBC and the Clear Channel stations) in the erroneous Clear Channel Form 395-B reports attached to NHPI’s petition. A table summarizing this comparison of the two sets of reports is provided in Attachment 5.

²⁰ NHPI’s passing references (petition at 10 n.31 & 15) to allegations made by other parties in other proceedings regarding alleged Clear Channel interests in other stations are irrelevant to this proceeding. The other proceedings to which NHPI refers do not concern or relate in any way to HBC, HBC’s stations or Clear Channel’s interest in HBC.

Directors made that choice, and they did so because, in their judgment – not that of Clear Channel – the merger of HBC and Univision is in the best interest of HBC’s stockholders.

NHPI’s remaining allegations consist of mere speculative complaints about Univision’s post-merger structure, the interest of Clear Channel therein, and Univision’s post-merger interest in Entravision. HBC concurs entirely with Univision’s contemporaneously-submitted response to these allegations. Mere speculation as to possible future conduct is insufficient to raise an issue of fact under Section 309(d) of the Communications Act.²¹ As earlier noted,²² Clear Channel will hold only a 3.66 percent voting interest in the post-merger Univision, not the 7.6 percent voting interest alleged by NHPI. Clear Channel’s post-merger interest will thus be unattributable twice over under applicable Commission rules.²³ Univision’s post-merger interest in Entravision will also be unattributable under Commission rules.

II. ELGIN FM PETITION

A. Standing

Elgin FM’s letter petition is unsupported by any sworn statement. Nor does it allege even in unsworn fashion any facts that would demonstrate direct economic injury to Elgin FM as a result of the proposed merger or any other available basis for standing under Section 309(d) of the Communications Act. Elgin FM has thus failed to establish its status as a “party in interest”

²¹ *E.g., Stockholders of Infinity Broadcasting Corp.*, 12 F.C.C. Rcd. 5012, 5015-16 n.1 (1996) (¶1); *Stockholders of WBC Associates, L.P.*, 2 F.C.C. Rcd. 6083, 6085 (1987) (¶13); *see also, e.g., Fox Television Stations, Inc.*, 10 F.C.C. Rcd. 8452, 8512 (1995) (¶147), *recon. denied*, 11 F.C.C. Rcd. 7773 (1996).

²² See note 18, *supra*.

²³ It will be unattributable because it will fall below the five percent voting benchmark, and also because Univision has, and will continue to have after the proposed merger, a single majority voting stockholder. *See* 47 C.F.R. §73.3555 note 2(a); *Order* in MM Docket No. 94-150, *et al.*, 16 F.C.C. Rcd. 22310 (2001).

in this matter. Its petition should accordingly be dismissed or treated as an informal objection only.²⁴

B. Merits

Elgin FM's petition consists entirely of mere generalized, speculative allegations and therefore raises no material question of fact.²⁵ The petition appears particularly concerned with alleged undue economic concentration in (i) the Spanish music recording industry, (ii) Spanish language entertainment venues and (iii) Spanish language national advertising representation (see petition at 2), none of which are within the Commission's regulatory jurisdiction over broadcast radio and television.²⁶ Insofar as it concerns radio or television broadcasting, the petition merely alleges, without support, that the merger of HBC and Univision will produce an anti-competitive Spanish language "media monopoly" – an allegation that is clearly false (SBS, Liberman and General Electric's Telemundo, to cite three obvious examples, will not be joining the alleged post-merger "monopoly") and that is also misdirected as a matter of law. The Commission has previously and correctly ruled that Spanish language broadcasting is not a

²⁴ 47 U.S.C. §309(d)(1) (facts demonstrating "party in interest" status must be supported by the affidavit of a person with personal knowledge of such facts); *see, e.g., WLVA, Inc. v. FCC*, 459 F.2d 1286, 1298 (D.C. Cir. 1972) (if "party in interest" status is based on economic interest, petitioner must demonstrate direct and immediate injury, not mere nominal or speculative injury); *Direct Connect USA, Inc.*, DA 02-1669 at ¶2, 2002 WL 1484421 (WTB; rel. July 12, 2002) (petitioner must demonstrate that it will suffer a direct injury and that a causal link exists between that injury and the matter in question).

²⁵ *E.g., California Public Broadcasting Forum v. FCC*, 752 F.2d at 674 (mere allegations of ultimate, conclusionary facts insufficient to raise question of fact); *Columbus Broadcasting Coalition v. FCC*, 505 F.2d 320, 325 (D.C. Cir. 1974) (allegation of anti-competitive practices without specific factual support insufficient to raise question of fact); *Stone v. FCC*, 466 F.2d 316, 322 & 330 (D.C. Cir. 1972) (mere claim of undue concentration in absence of allegations of specific abuse insufficient where ownership combination is permitted by multiple ownership rules). *See also, e.g.,* the other authorities cited in notes 14 & 21, *supra*.

²⁶ *E.g., Shareholders of AMFM, Inc.*, 15 F.C.C. Rcd. at 16077 (¶38).

relevant product market under the broadcast ownership rules. *See Spanish Radio Network*, 10 F.C.C. Rcd. 9954 (1995); *see also* Letter of Stuart B. Bedell, Ass't Chief, Audio Services Division, Mass Media Bureau to Roy Russo, Esq., *et al.*, dated January 13, 1997 (1800B-IB). The Commission should adhere to that ruling. Spanish language radio stations compete not only with other Spanish language radio stations, but also with the English language radio stations in their market. The same is true of television. Spanish language broadcasters have no power to set prices. If anti-competitive prices were attempted, advertisers could and would simply take their business to the other Spanish and English language station competition. Moreover, there is no barrier to entry. English language format stations are free switch to a Spanish format at any time. Formats are transient. They cannot, therefore, define a market.

III. CONCLUSION

The NHPI petition should be dismissed, and if not dismissed it should be denied. The Elgin FM petition should be dismissed or treated as an informal objection and denied.

Respectfully submitted

HISPANIC BROADCASTING CORPORATION

By 
J. Brian DeBoice

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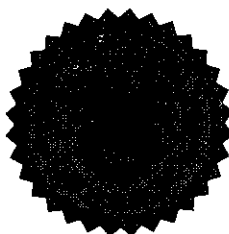
Dated: September 18, 2002

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NATIONAL HISPANIC POLICY INSTITUTE, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 1995, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2472869 8100

AUTHENTICATION: 1978216

020568479

DATE: 09-11-02

CERTIFICATE OF INCORPORATION

OF

NATIONAL HISPANIC POLICY INSTITUTE, INC.

FIRST. The name of this corporation shall be:

NATIONAL HISPANIC POLICY INSTITUTE, INC.

SECOND. Its Registered Office in the State of Delaware is to be located at 313 South State Street in the City of Dover, County of Kent, and its registered agent is XL CORPORATE SERVICES, INC. at such address.

THIRD. The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

To organize and develop policy which foster the advancement of economic and social development of Puerto Rican and Hispanic Peoples.

FOURTH. This corporation is not organized for a profit and is not to have authority to issue capital stock. The conditions of membership shall be as stated in the by-laws.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD of the certificate of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

No part of the income of this corporation shall inure to the benefit of any individual and in the event of dissolution all assets, real and personal, shall be distributed exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized exclusively for charitable, educational, scientific or other exempt purposes as at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986.

FIFTH. The name and mailing address of the incorporator is as follows:

NAME	MAILING ADDRESS
Brian Johnson C/O XL Corporate Services, Inc.	313 South State Street Dover, Delaware 19901

SIXTH. The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be less than one. The directors need not be members of the corporation unless so required by the by-laws. The board of directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the by-laws may provide, and shall hold office until their successors are respectively elected and qualified. The by-laws shall specify the number of directors necessary to constitute a quorum. The board of directors may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise all the powers of the board of directors in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors. The directors of the corporation may, if the by-laws so provide, be classified as to term of office. The corporation may elect such officers as the by-laws may specify, who shall, subject to the provision of the Statute, have such titles and exercise such duties as the by-laws may provide. The board of directors is expressly authorized to make, alter or repeal the by-laws of this corporation.

The corporation may in its by-laws, confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute, provided that the board of directors shall not exercise any power of authority conferred herein or by Statute upon the members.

SEVENTH. Meetings of members may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the Statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the board of directors.

EIGHTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law" (approved March 10, 1899) and the acts amendatory thereof and supplemental thereto, do make and file this certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set my hand and seal this January 19, 1995 day of January, 1995.



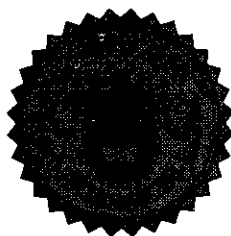
Brian Johnson
Sole Incorporator

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "NATIONAL HISPANIC POLICY INSTITUTE, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JULY, A.D. 1996, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2472869 8100

AUTHENTICATION: 1978217

020568479

DATE: 09-11-02

**STATE OF DELAWARE
CERTIFICATE OF CORRECTION
FILED TO CORRECT A CERTAIN ERROR
IN THE CERTIFICATE OF INCORPORATION OF
NATIONAL HISPANIC POLICY INSTITUTE, INC.
FILED IN THE OFFICE OF THE
SECRETARY OF STATE OF DELAWARE
ON JANUARY 19, 1995**

NATIONAL HISPANIC POLICY INSTITUTE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

1. The name of the corporation is National Hispanic Policy Institute, Inc.
2. That a Certificate of Incorporation was filed with the Secretary of State of Delaware on January 19, 1995, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is as follows:

Remove the second paragraph of the "Third" article: "To engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law."

AND

Remove the following words from the third paragraph of the "Third" article: "and social".

4. Article THREE of the Certificate is corrected to read as follows:

THIRD. The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

To organize and develop policy which foster the advancement of economic development of Puerto Rican and Hispanic Peoples.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by Blanca Rosario, its Chairperson of the Board of Directors, and attested by Dasil Velez, its Secretary, this 13 day of June, 1996.

BY


DASIL VELEZ

BY


BLANCA ROSARIO

Delaware

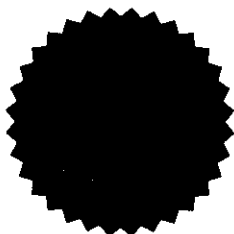
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF INCORPORATION OF "NATIONAL HISPANIC POLICY INSTITUTE, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS NO LONGER IN EXISTENCE AND GOOD STANDING UNDER THE LAWS OF THE STATE OF DELAWARE HAVING BECOME INOPERATIVE AND VOID THE FIRST DAY OF MARCH, A.D. 1997 FOR NON-PAYMENT OF TAXES.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION WAS SO PROCLAIMED IN ACCORDANCE WITH THE PROVISIONS OF GENERAL CORPORATION LAW OF THE STATE OF DELAWARE ON THE THIRTIETH DAY OF MAY, A.D. 1997, THE SAME HAVING BEEN REPORTED TO THE GOVERNOR AS HAVING NEGLECTED OR REFUSED TO PAY THEIR ANNUAL TAXES.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2472869 8400

AUTHENTICATION: 1981413

020572404

DATE: 09-13-02



DECLARATION OF NEAL A. MURPHY

I, Neal A. Murphy, hereby declare under penalty of perjury that the following is true and correct:

I am Corporate Counsel for Clear Channel Communications, Inc. ("Clear Channel"). Personnel under my direction prepared approximately 283 Broadcast Station Annual Employment Reports (FCC Forms 395-B) that were filed with the Federal Communications Commission ("FCC") on November 16, 2000.

In preparing these reports, Clear Channel personnel used an internal electronic database which listed stations by geographic market. The stations listed included not only stations that Clear Channel owned, but also stations with which Clear Channel had local marketing agreements ("LMAs") or joint sales agreements ("JSAs") and stations owned by Hispanic Broadcasting Corporation ("HBC") and its subsidiaries. Clear Channel owns a non-voting equity interest in HBC, and its internal database lists the HBC stations largely for the purpose of disclosure in Clear Channel's FCC filings. For example, when filing FCC applications requiring a listing of other broadcast interests, in the interest of full disclosure Clear Channel customarily discloses its non-voting equity interest in HBC and lists HBC's stations, although it is not required to do so.

The employee numbers in the FCC Forms 395-B that Clear Channel filed in November 2000 were derived from a separate company payroll database reflecting only Clear Channel employees. They did not include employees of HBC, and there was no intention on our part to file any information on behalf of HBC. However, in our efforts to prepare 283 employment reports for timely, simultaneous filing, in using the station listing database to identify stations included on a given Form 395-B (a form which, in any event, has no place for a filer to specify

whether it owns, LMAs, JSAs, or has a nonattributable equity interest in a given station), we inadvertently did not separate the HBC stations and stations with which Clear Channel had JSAs from stations owned and LMA'd by Clear Channel. We simply lifted the entries from the database for all listed stations in a market (including the licensee of each station) into Section II(B) of the Form 395-B for that market. In preparing Section I of each form, we simply picked one of the licensee entities from among the entries in Section II(B) and inserted it into the "Legal Name of Licensee" box. No particular thought was given to the specific licensee entity that was entered.

Finally, I have been provided with copies of Exhibits 5-16 to the Petition to Deny filed by the National Hispanic Policy Institute, Inc. ("NHPI") in connection with the proposed merger of HBC and Univision. These appear to be electronic versions of FCC Form 395-B printed off the FCC's web site. I note that the actual Employment Reports filed by Clear Channel in November 2000 were filed in paper form. Whereas the electronic versions supplied by NHPI list the stations only by call sign under a single "Legal Name of the Licensee" in Section I, the paper forms that Clear Channel actually filed have a space for "Legal Name of Licensee" beside each station entry in Section II(B). The paper forms actually filed by Clear Channel attribute each and every one of the listed stations to its correct licensee. As an example, attached to this declaration is a date-stamped copy of Clear Channel's paper-filed Form 395-B for stations in the Los Angeles, California area. Unlike the electronic version supplied as Exhibit 7 to NHPI's petition, the attached actual Form 395-B clearly indicates the licensee of each of the listed stations.

Moreover, the exhibits to NHPI's petition are unsigned, whereas an officer of Clear Channel signed the paper-filed form attached hereto.

Dated: 17 Sept 02



Neal A. Murphy

**Broadcast Station Annual
Employment Report**

DUPLICATE
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Section I

Legal Name of Licensee HBC License Corporation		
Mailing Address 200 East Basse Road		
City San Antonio	State Texas	ZIP Code 78209-8328
Telephone Number (including area code) (210)822-2828		E-Mail Address (if available)

Section II

A. TYPE OF RESPONDENT

Commercial Broadcast Station

☒ Radio

☐ TV

☐ Low Power TV

☐ International

Noncommercial Broadcast Station

☐ Educational Radio

☐ Educational TV

Headquarters

☐ HQ

RECEIVED

NOV 10 2000

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

B. List call sign and location of all stations whose employees are on this report. This should include commonly owned stations which share one or more employees.

Legal Name of Licensee	Call Sign	Facility ID Number	Type (check applicable box)	Location (city, state)
AMFM Radio Licenses, LLC	K261	70039	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	New Hall, CA
Capstar TX Limited Partnership	K280	14241	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Thousand Oaks, CA
Capstar TX Limited Partnership	K292	34426	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Simi Valley, CA
Citicasters Co.	KACD	33902	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Santa Monica, CA
Citicasters Co.	KBCD	33904	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Newport Beach, CA
AMFM Radio Licenses, LLC	KBIG	6360	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
AMFM Radio Licenses, LLC	KCMG	35022	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
Capstar TX Limited Partnership	KFI	34425	<input checked="" type="checkbox"/> AM <input type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
Citicasters Co.	KIIS	58521	<input checked="" type="checkbox"/> AM <input type="checkbox"/> FM <input type="checkbox"/> TV	Canyon Country, CA
Citicasters Co.	KIIS	19218	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
AMFM Radio Licenses, LLC	KKBT	70038	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
AMFM Radio Licenses, LLC	KLAC	59958	<input checked="" type="checkbox"/> AM <input type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
KLVE-FM License Corp.	KLVE	35086	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
Capstar TX Limited Partnership	KOST	34424	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
HBC License Corporation	KRCD	1025	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Inglewood, CA
HBC License Corporation	KRCV	19088	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	West Covina, CA
HBC License Corporation	KSCA	24548	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Glendale, CA
KTNQ-AM License Corp.	KTNQ	35673	<input checked="" type="checkbox"/> AM <input type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
Citicasters Co.	KXTA	19219	<input checked="" type="checkbox"/> AM <input type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA
AMFM Radio Licenses, LLC	KYSR	36019	<input type="checkbox"/> AM <input checked="" type="checkbox"/> FM <input type="checkbox"/> TV	Los Angeles, CA

Section IIIA. PAYROLL PERIOD COVERED BY THIS REPORT (DATE) 09/30/00**B. CHECK APPLICABLE BOX**

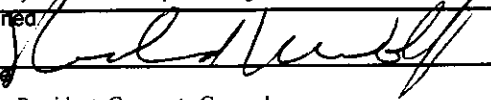
- ☐ Fewer than five full-time employees in employment unit during the selected payroll period (Complete page one only and certification statement and return to FCC)
- ☒ Five or more full-time employees in employment unit during the selected payroll period (Complete all sections of form and certification statement and return to FCC)

Section IV CERTIFICATION

This report must be certified, as follows: (a) By license, if an individual; (b) By a partner, if a partnership (general partner, if a limited partnership); (c) By an officer, if a corporation or an association; or (d) By an attorney of the licensee, in case of physical disability or absence from the United States of the licensee.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE TITLE 18, SECTION 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47 SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

I certify to the best of my knowledge, information and belief, all statements contained in this report are true and correct.

Signed 	Print Name Rick Wolf
Title Vice President, Corporate Counsel	Telephone No. (include area code) (210)832-3322
Date 11/15/00	

SECTION V - EMPLOYEE DATA

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FULL-TIME PAID
EMPLOYEE DATA

JOB CATEGORIES	TOTAL	MALE					FEMALE				
		WHITE (NOT HISPANIC)	BLACK (NOT HISPANIC)	HISPANIC	AMERICAN INDIAN, ALASKAN NATIVE	ASIAN OR PACIFIC ISLANDER	WHITE (NOT HISPANIC)	BLACK (NOT HISPANIC)	HISPANIC	AMERICAN INDIAN, ALASKAN NATIVE	ASIAN OR PACIFIC ISLANDER
	(a-j)	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Officer/Manager	60	33	2	4	1	1	12	1	2	4	0
Professionals	72	40	4	5	0	0	16	3	3	1	0
Technician	40	21	6	7	2	0	1	1	2	0	0
Sales Worker	80	23	5	2	2	0	35	1	9	3	0
Office/Clerical	88	14	2	13	3	0	26	4	14	10	2
Craftsman	0	0	0	0	0	0	0	0	0	0	0
Operative	0	0	0	0	0	0	0	0	0	0	0
Laborer	0	0	0	0	0	0	0	0	0	0	0
Service Worker	1	0	0	1	0	0	0	0	0	0	0
TOTAL	341	131	19	32	8	1	90	10	30	18	2

PART-TIME PAID
EMPLOYEE DATA

JOB CATEGORIES	TOTAL	MALE					FEMALE				
		WHITE (NOT HISPANIC)	BLACK (NOT HISPANIC)	HISPANIC	AMERICAN INDIAN, ALASKAN NATIVE	ASIAN OR PACIFIC ISLANDER	WHITE (NOT HISPANIC)	BLACK (NOT HISPANIC)	HISPANIC	AMERICAN INDIAN, ALASKAN NATIVE	ASIAN OR PACIFIC ISLANDER
	(a-j)	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Officer/Manager	0	0	0	0	0	0	0	0	0	0	0
Professionals	42	26	2	2	0	0	9	1	2	0	0
Technician	41	28	1	8	1	0	2	0	1	0	0
Sales Worker	0	0	0	0	0	0	0	0	0	0	0
Office/Clerical	87	28	3	22	0	0	19	2	9	4	0
Craftsman	0	0	0	0	0	0	0	0	0	0	0
Operative	1	0	0	1	0	0	0	0	0	0	0
Laborer	0	0	0	0	0	0	0	0	0	0	0
Service Worker	1	0	0	1	0	0	0	0	0	0	0
TOTAL	172	82	6	34	1	0	30	3	12	4	0